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CONSTITUTION AND BYLAWS OF THE
GOVERNMENT EMPLOYEES' HEALTH ASSOCIATION

ARTICLE I

Name

Section 1.

The name of this Association shall be "Government Employees' Health Association".

ARTICLE II

Purposes

Section 1.

The sole purpose of this Association shall be to provide for the payment of sick, accident, or other benefits to its members or their dependents.

ARTICLE III

Qualifications
for Membership

Section 1.

Any employee of the Central Intelligence Agency may become a member of the Association.

Section 2.

Any person who is eligible for membership must make application therefor in writing on a form approved by the Board of Directors, which is authorized to accept or reject any such application, and its action thereon shall be final.

ARTICLE IV

Membership
Fee and Dues

Section 1.

Approved for persons seeking membership to apply therefor, pay a membership fee of one dollar.

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Section 2.

The membership fee of one dollar shall be applied as an entrance fee; dues shall be determined by the terms of the contract between the Association and the underwriting company.

Section 3.

Any member who fails to pay the required dues within thirty days after the due date shall thereafter stand suspended, and, during said suspension, shall forfeit all right to any claims under his or her insurance; provided, however, that reinstatement may be made in accordance with the contract of insurance by the resumption of premium payments and the payment of all past due premiums from the date the insurance lapsed.

ARTICLE V

Contract of
Insurance

Section 1.

The Board of Directors, or the duly authorized contracting official of the Association, shall have authority to enter into contracts for insurance of the membership as a group with the company giving the most advantageous terms, having particular regard to the benefit to the members and the reliability of the underwriting company.

ARTICLE VI

Meetings of
Members

Section 1.

The annual meeting of the Association shall be held on the first Monday in January of each and every year at 10:00 a.m. for the election of directors, and the transaction of such other business as may properly come before such meeting, in the City in which the office of this Association is situated.

Section 2.

At the annual meeting of the Association, nominations for members of the Board of Directors shall be dispensed with and voting shall be by ballot, the ballot box to be kept open until all present have had an opportunity to vote, either in person or by proxy, provided that any member entitled to vote may do so by proxy provided that the instrument authorizing such proxy

shall have been executed in writing by the member, or his duly authorized attorney. A proxy sent by radiogram, telegraph, or cable by any member entitled to vote shall be a sufficient proxy.

Section 3.

Special meetings of the Association may be called by the President upon written request of three or more Directors, or upon written request of not less than fifteen members in good standing, and only the business for which the meeting is called shall be considered. Suitable notice of such meeting shall be given by the Secretary of the Association.

Section 4.

A quorum at any annual or other meeting of the Association shall consist of not less than ten members in good standing.

Section 5.

The President may call a special meeting of the Association at any time.

Section 6.

The order of business at all annual and special meetings of the Association shall be as follows, in so far as such order may be consistent with the purpose of the meeting:

1. Roll call and ascertainment that a quorum is present.
2. Reading of the minutes of the last meeting.
3. Report of officers.
4. Report of committee.
5. Unfinished business.
6. New business.
7. Election of Directors.

The members assembled at any annual meeting may suspend the order of business upon a two-thirds vote of the members present at the meeting.

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ARTICLE VII

Directors

Section 1.

The Directors shall be elected at the annual meeting of the Association for the term of one year by a plurality of the votes cast. Vacancies in the Board, occurring between annual meetings, shall be filled for the unexpired portion of the term by the vote of the remaining Directors. All Directors, elected by the Association, shall continue to hold office until the next meeting of the Association shall actually be held, unless they resign in the interim period, in which event, the vacancies so resulting shall be filled by the vote of the remaining Directors.

Section 2.

The Board of Directors shall have the control and management of the affairs of the Association and may adopt such rules and regulations for the conduct of its meetings and the management of the Association as it may deem proper, not inconsistent with law or this "Constitution and Bylaws".

Section 3.

Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the Association and at such other times as the Board of Directors may determine. Special meetings of the Directors may be called by the President, the Vice President, or the Secretary on the written request of any Director. Notice of all regular and special meetings of the Board of Directors shall be given by the Secretary to each Director in person, or by mail, telephone, cable, telegraph, or radiogram. Notice of any meeting may be waived in writing, signed by all or any of the Directors, at any time. Any meeting at which all Directors then in office shall be present, or at which a quorum shall be present, and/or at which all absent Directors shall have given notice in writing, or by telegraph, cable, or radiogram, or shall have waived such notice at any time, shall be a valid meeting.

Section 4.

At any meeting of the Board of Directors not less than three (3) shall constitute a quorum.

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Section 5.

In case of the absence of any officer of the Association, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director for the time being.

ARTICLE VIII

Officers

Section 1.

The officers of the Association shall be a President, Vice President, Treasurer, and Secretary, all of whom shall be elected by the Board of Directors. One person may hold more than one office.

Section 2.

The President shall preside at all meetings of the Association and of the Board of Directors; call meetings, as provided herein; execute all contracts in behalf of the Association; and perform such other duties as may properly pertain to his office.

Section 3.

The Vice President shall, in the event of the absence or inability to act of the President, perform the duties and exercise the powers assigned to or conferred upon the President by this "Constitution and Bylaws", or by the Board of Directors. In the absence of both, the members shall select one of their number to preside at that meeting only.

Section 4.

The Treasurer shall keep a true and faithful individual account with each member; keep a true and faithful account of all moneys received on behalf of the Association, and of all moneys disbursed, and for what purpose; keep the fund of the Association as a deposit or deposits in the name of the Association in such bank or trust company as the Board of Directors may direct; pay out moneys of the Association on proper bills or vouchers. He shall submit a report at the annual meeting, at which meeting, an auditing committee shall be appointed, which shall audit the Treasurer's Account, and report to the President. He shall perform all other duties of the office that may properly pertain thereto and shall be bonded in such sum as the Board of Directors may decide, the premium on which bond shall be paid by the Association. Upon completion of his term of office, for

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any reason, he shall turn over to his successor, or to such person as the Board of Directors may designate, all funds, papers, books, and other property of whatsoever nature, and wherever located, to the Association that may be in his possession or custody.

Section 5.

The Secretary shall keep the minutes of the meetings of the Directors and members; shall attend to the serving of notices of meetings of Directors and members; shall attend to the correspondence of the Association; shall perform all other duties incidental to his office.

ARTICLE IX

Board of Directors

Section 1.

The Board of Directors shall have authority to invest the surplus funds of the Association as they may deem best, provided that such investments shall be made only in such securities as are sanctioned by the laws pertaining to the District of Columbia for the investment of trust funds.

ARTICLE X

Amendments

Section 1.

Amendments to this "Constitution and Bylaws" may be offered at any meeting of the Board of Directors and shall lie over without action for at least seven days. If approved by the Board, the proposed amendment shall be recommended for adoption by the Association at the next annual meeting.

Section 2.

Suitable "Constitution and Bylaws" not inconsistent with the foregoing may be adopted by the Board of Directors as occasion therefor arises.

DATE: 15 July 1948

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